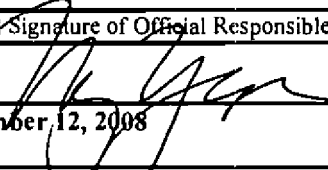


091-03777-41

For Internal Use Only - <b>FILED</b>	Submit 1 Original	OMB Approval No.:								
Sec File No. 91 - <b>1-2008</b>	and 9 Copies	Expires:								
Estimated average burden hours per response: 2.00										
<b>UNITED STATES</b> <b>SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549 <b>FORM 19b-4(e)</b>										
<b>Information Required of a Self-Regulatory Organization Listing and Trading a New</b> <b>Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934</b>										
<b>READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM</b>										
<b>Part I Initial Listing Report</b>										
1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:										
NYSE Arca, Inc.										
2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):										
Open-end Management Investment Company										
3. Class of New Derivative Securities Product:										
Investment Company Units										
4. Name of Underlying Instrument:										
S&P MidCap 400 Index										
5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:										
Broad-Based										
6. Ticker Symbol(s) of New Derivative Securities Product:										
MVV										
7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:										
New York Stock Exchange, Nasdaq Stock Market, NYSE Alternext US										
8. Settlement Methodology of New Derivative Securities Product:										
Regular way trades settle on T+3/Book entry only held in DTC.										
9. Position Limits of New Derivative Securities Product (if applicable):										
Not applicable.										
<b>Part II Execution</b>										
The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.										
Name of Official Responsible for Form:										
Mary Yeager										
Title:										
Corporate Secretary										
Telephone Number:										
(212) 656-2062										
Manual Signature of Official Responsible for Form:										
										
November 12, 2008										
SEC 2449 (1/99)										
<b>PROCESSED</b> JAN 07 2009 <i>E</i> <b>THOMSON REUTERS</b>										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Act</td> <td style="width: 50%;">Securities Exchange Act of 1934</td> </tr> <tr> <td>Section</td> <td>19b-4</td> </tr> <tr> <td>Rule</td> <td>19b-4(e)</td> </tr> <tr> <td>Public Availability:</td> <td>NOV 14 2008</td> </tr> </table>			Act	Securities Exchange Act of 1934	Section	19b-4	Rule	19b-4(e)	Public Availability:	NOV 14 2008
Act	Securities Exchange Act of 1934									
Section	19b-4									
Rule	19b-4(e)									
Public Availability:	NOV 14 2008									

Mary Yeager  
Corporate Secretary

NYSE Arca, Inc.  
11 Wall Street  
New York, NY 10005



**NYSE Arca**

2008 NOV 14 PM 2: 03

SEC / AIR

tel: 212.656.2062  
fax: 212.656.3939  
myeager@nyse.com

Via Overnight Mail

November 13, 2008

Ms. Gail Jackson  
US Securities and Exchange Commission  
Division of Market Regulation  
Station Place – Building I  
100 F Street, N.E. – Room 6628  
Washington, DC 20549

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 14 2008

Re: Form 19b-4(e) – ProShares Trust

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- ProShares Trust, ProShares Short MSCI Emerging Markets (Ticker Symbol EUM);
- ProShares Trust, ProShares UltraShort MSCI Emerging Markets (Ticker Symbol EEV);
- ProShares Trust, ProShares Short Dow30 (Ticker Symbol DOG);
- ProShares Trust, ProShares Short MidCap400 (Ticker Symbol MYY);
- ProShares Trust, ProShares Short S&P500 (Ticker Symbol SH);
- ProShares Trust, ProShares Ultra MidCap400 (Ticker Symbol MVV);
- ProShares Trust, ProShares Ultra QQQ (Ticker Symbol QLD);
- ProShares Trust, ProShares UltraShort MidCap400 (Ticker Symbol MZZ);
- ProShares Trust, ProShares UltraShort QQQ (Ticker Symbol QID);
- ProShares Trust, ProShares Short Russell2000 (Ticker Symbol RWM);
- ProShares Trust, ProShares Short SmallCap600 (Ticker Symbol SBB);
- ProShares Trust, ProShares Ultra Russell2000 (Ticker Symbol UWM);
- ProShares Trust, ProShares Ultra SmallCap600 (Ticker Symbol SAA);
- ProShares Trust, ProShares UltraShort Russell2000 (Ticker Symbol TWM);
- ProShares Trust, ProShares UltraShort SmallCap600 (Ticker Symbol SDD);
- ProShares Trust, ProShares Ultra Consumer Goods (Ticker Symbol UGE);
- ProShares Trust, ProShares Ultra Health Care (Ticker Symbol RXL);
- ProShares Trust, ProShares Ultra Oil & Gas (Ticker Symbol DIG);
- ProShares Trust, ProShares Ultra Semiconductors (Ticker Symbol USD);

- ProShares Trust, ProShares Ultra Utilities (Ticker Symbol UPW);
- ProShares Trust, ProShares UltraShort Consumer Goods (Ticker Symbol SZK);
- ProShares Trust, ProShares UltraShort Health Care (Ticker Symbol RXD);
- ProShares Trust, ProShares UltraShort Oil & Gas (Ticker Symbol DUG);
- ProShares Trust, ProShares UltraShort Semiconductors (Ticker Symbol SSG);
- ProShares Trust, ProShares UltraShort Utilities (Ticker Symbol SDP);
- ProShares Trust, ProShares Ultra Russell MidCap Growth (Ticker Symbol UKW);
- ProShares Trust, ProShares Ultra Russell MidCap Value (Ticker Symbol UVU);
- ProShares Trust, ProShares Ultra Russell1000 Growth (Ticker Symbol UKF);
- ProShares Trust, ProShares Ultra Russell1000 Value (Ticker Symbol UVG);
- ProShares Trust, ProShares Ultra Russell2000 Growth (Ticker Symbol UKK);
- ProShares Trust, ProShares Ultra Russell2000 Value (Ticker Symbol UVT);
- ProShares Trust, ProShares UltraShort Russell MidCap Growth (Ticker Symbol SDK);
- ProShares Trust, ProShares UltraShort Russell MidCap Value (Ticker Symbol SJL);
- ProShares Trust, ProShares UltraShort Russell1000 Growth (Ticker Symbol SFK);
- ProShares Trust, ProShares UltraShort Russell1000 Value (Ticker Symbol SJF);
- ProShares Trust, ProShares UltraShort Russell2000 Growth (Ticker Symbol SKK);
- ProShares Trust, ProShares UltraShort Russell2000 Value (Ticker Symbol SJH);
- ProShares Trust, ProShares UltraShort MSCI Japan (Ticker Symbol EWV);
- ProShares Trust, ProShares Ultra Telecommunications (Ticker Symbol LTL);
- ProShares Trust, ProShares UltraShort Telecommunications (Ticker Symbol TLL);
- ProShares Trust, ProShares UltraShort Lehman 20+ Year Treasury (Ticker Symbol TBT);
- ProShares Trust, ProShares UltraShort Lehman 7-10 Year Treasury (Ticker Symbol PST);
- ProShares Trust, ProShares Ultra S&P500 (Ticker Symbol SSO);
- ProShares Trust, ProShares UltraShort S&P500 (Ticker Symbol SDS);
- ProShares Trust, ProShares Ultra Basic Materials (Ticker Symbol UYM);
- ProShares Trust, ProShares Ultra Consumer Services (Ticker Symbol UCC);
- ProShares Trust, ProShares Ultra Financials (Ticker Symbol UYG);
- ProShares Trust, ProShares Ultra Industrials (Ticker Symbol UXI);
- ProShares Trust, ProShares Ultra Real Estate (Ticker Symbol URE);
- ProShares Trust, ProShares Ultra Technology (Ticker Symbol ROM);
- ProShares Trust, ProShares UltraShort Basic Materials (Ticker Symbol SMN);
- ProShares Trust, ProShares UltraShort Consumer Services (Ticker Symbol SCC);
- ProShares Trust, ProShares UltraShort Financials (Ticker Symbol SKF);
- ProShares Trust, ProShares UltraShort Industrials (Ticker Symbol SIJ);
- ProShares Trust, ProShares UltraShort Real Estate (Ticker Symbol SRS);
- ProShares Trust, ProShares UltraShort Technology (Ticker Symbol REW);
- ProShares Trust, ProShares UltraShort FTSE/Xinhua China 25 (Ticker Symbol FXP);

Gail Jackson  
Division of Market Regulation  
November 13, 2008  
Page 2 of 2

- ProShares Trust, ProShares Short Financials (Ticker Symbol SEF);
- ProShares Trust, ProShares Short Oil & Gas (Ticker Symbol DDG);
- ProShares Trust, ProShares Short QQQ (Ticker Symbol PSQ);
- ProShares Trust, ProShares Ultra Dow30 (Ticker Symbol DDM);
- ProShares Trust, ProShares UltraShort Dow30 (Ticker Symbol DXD);
- ProShares Trust, ProShares Short MSCI EAFE (Ticker Symbol EEZ); and
- ProShares Trust, ProShares UltraShort MSCI EAFE (Ticker Symbol EFU).

If you have any questions, please do not hesitate to call me at (212) 656-2062.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tim Malinowski', is written over the word 'Enclosures'.

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

**END**